

# FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
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November 16, 2004

RECORDATION NO. 22132 <sup>J</sup> FILED

Mr. Vernon A. Williams  
Secretary  
U.S. Surface Transportation Board  
Washington, D.C. 20423

NOV 19 '04 11-26AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two original copies of the **Termination of Sublease Agreement (PP)** dated as of May 1, 2004, a secondary document as defined in the Board's Rules for Recordation of Documents.

The enclosed document relates to the Solvay Polymers Equipment Trust 1999 rail car lease documents which were previously filed with the Board under Recordation Number 22132.

The names and addresses of the parties to the enclosed document are:

Sublessor	Solvay Polymers, Inc. 3333 Richmond Avenue Houston, TX 77098
Sublessee	BP Amoco Polymers, Inc. Mail Code 5 W – Room 511L 4101 Winfield Road Warrenfield, IL 60555

A description of the railroad equipment covered by the enclosed document is:

Three hundred seven (307) center flow covered hopper rail cars of 6,224 cubic foot capacity bearing ELTX reporting marks and road numbers 6000 through 6307 (excluding 6217), together with all parts, appurtenances and other equipment or property attached to said units of railroad equipment.

A short summary of the document to appear in the index follows:

This document terminates the Sublease Agreement (PP) dated as of October 31, 2001, effective as of January 8, 2002 with respect to

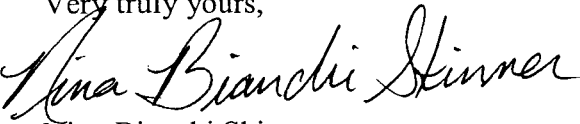
45539327.1/10304885 (Termination of Sublease Agreement (PP))

Mr. Vernon A. Williams  
November 16, 2004  
Page 2

the railroad equipment covered by the Solvay Polymers Equipment  
Trust 1999 head lease dated as of April 1, 1999.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,

  
Nina Bianchi Skinner

NBS/ak  
Enclosures

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## TERMINATION OF SUBLEASE AGREEMENT (PP)

DATED AS OF MAY 1, 2004

RECORDATION NO. 22132-J FILED

NOV 19 '04 11-26 AM

SURFACE TRANSPORTATION BOARD

Between

Solvay Polymers Inc.  
(Sublessor)

and

BP Amoco Polymers, Inc.  
(Sublessee)

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C. SECTION 11301 ON JULY 20, 2004, AT 2:08 P.M., UNDER RECORDATION NUMBER 19626-U, AND ON \_\_\_\_\_, 2004, AT \_\_\_\_\_ M., UNDER RECORDATION NUMBER 22132-\_\_\_\_, AND DEPOSITED WITH THE OFFICE OF THE REGISTRAR GENERAL OF CANADA PURSUANT TO SECTION 105 OF THE CANADA TRANSPORTATION ACT ON JULY 20, 2004, AT 12:38 P.M.

## **TERMINATION OF SUBLEASE AGREEMENT (PP)**

Termination of Sublease Agreement (PP), dated and effective as of May 1, 2004 (this "Termination"), by and between Solvay Polymers, Inc., a Delaware corporation, as sublessor ("Sublessor"), and BP Amoco Polymers, Inc, a Delaware corporation, as sublessee ("Sublessee").

### **W I T N E S S E T H:**

1. The undersigned have entered into that certain Sublease Agreement (PP) dated as of October 31, 2001, filed with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on November 1, 2001, and deposited with the Office of the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act of Canada on November 5, 2001, (the "Sublease Agreement").

2. Pursuant to Section 1(a) of the Sublease Agreement, the parties hereto agree that the Sublease Agreement is terminated and discharged effective as of:

May 1, 2004, with respect to Schedule 1 to the Sublease Agreement; and

January 8, 2002, with respect to Schedule 2 to the Sublease Agreement.

3. This Termination is being (a) filed with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 and (b) deposited with the Office of the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

4. The parties hereto are the same parties to the Sublease Agreement and such parties do hereby terminate the Sublease Agreement effective as of May 1, 2004.

[Signatures on following page]

IN WITNESS WHEREOF, the parties hereto have each caused this Termination to be duly executed by their respective officers duly authorized as of the date and year first written above.

SOLVAY POLYMERS, INC.

By: Edgar H. Case  
Edgar H. Case  
Treasurer

BP AMOCO POLYMERS, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have each caused this Termination to be duly executed by their respective officers duly authorized as of the date and year first written above.

SOLVAY POLYMERS, INC.

By: \_\_\_\_\_  
Edgar H. Case  
Treasurer

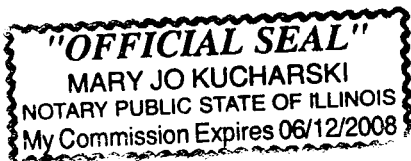
BP AMOCO POLYMERS, INC.

By: M. Gwyn H  
Name: M. Gwyn H  
Title: BP Amoco - Inc.

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF ILLINOIS       §  
                                     §  
COUNTY OF DuPage     §

This instrument was acknowledged before me on June 22 2004, by  
M. Gwen Herrin, the/a Attorney-in-Fact of BP AMOCO POLYMERS, INC.



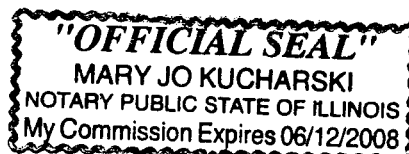
Mary Jo Kucharski  
Notary Public in and for  
the State of Illinois

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF ILLINOIS       §  
                                     §  
COUNTY OF DuPage     §

On this 22nd day of June, 2004, before me personally appeared,  
M. Gwen Herrin, to me personally known, being by me duly sworn, says that s/he is the  
Attorney-in-Fact of BP AMOCO POLYMERS, INC. (the "Corporation"), and that the  
said instrument attached hereto was signed on behalf of the Corporation under the authority of  
the board of directors and s/he acknowledged that the execution of the said instrument was the  
act and deed of the Corporation.


Mary Jo Kucharski  
Notary Public in and for  
the State of Illinois



**[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]**

STATE OF TEXAS           §  
                                     §  
COUNTY OF HARRIS       §

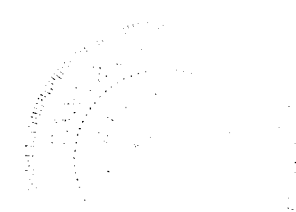
This instrument was acknowledged before me on July 2, 2004, by Edgar H. Case, the Treasurer of SOLVAY POLYMERS, INC.

  
Laudia W. Andrews  
Notary Public in and for  
the State of Texas

**[REGISTRAR GENERAL ACKNOWLEDGMENT]**

STATE OF TEXAS           §  
                                     §  
COUNTY OF HARRIS       §

On this 2nd day of July, 2004, before me personally appeared, Edgar H. Case, to me personally known, being by me duly sworn, says that he is the Treasurer of SOLVAY POLYMERS, INC. (the "Company"), and that the said instrument attached hereto was signed on behalf of the Company under the authority of the Board of Directors of the Company on July 2, 2004, and he acknowledged that the execution of the said instrument was the act and deed of the Company.

  
Laudia W. Andrews  
Notary Public in and for  
the State of Texas



Schedule 1 to Sublease

Head Lease: Equipment Lease Agreement (Solvay Polymers Equipment Trust 1995) dated as of September 1, 1995 between Wilmington Trust Company, as owner trustee, and Solvay Polymers, Inc.

Equipment: (a) 340 Center Flow covered hopper rail cars of 5,800 cu. ft. capacity initialed ELTX and serial numbered 4100-4110, 4112-4117, 4120-4124, 4127-4128, 4130-4139, 4142-4145, 4149-4152, 4154-4159, 4162-4166, 4169-4173, 4175-4180, 4182-4187, 4189-4194, 4196-4201, 4203-4208, 4210-4215, 4217-4222, 4224-4245, 4247-4271, 4273-4278, 4280-4285, 4287-4292, 4294-4299, 4301-4305, 4307-4312, 4314-4324, 4326-4373, 4375-4380, 4382-4386, 4390-4411, 4413-4421, 4423, 4425-4429, 4431-4435, 4437-4438, 4440-4442, 4444, 4446-4448, 4451-4456, 4458-4463, 4465-4470, 4472-4477, 4479-4484, 4487-4488, 4490, 4492, 4495, 4497, and 4500, together with all parts, appurtenances and other equipment or property attached to said units of railroad equipment.

(b) 433 Center Flow covered hopper rail cars of 5,800 cu. ft. capacity initialed ELTX and serial numbered 4111, 4118, 4119, 4125, 4126, 4129, 4140, 4141, 4146-4148, 4153, 4160, 4161, 4167, 4168, 4174, 4181, 4188, 4195, 4202, 4209, 4216, 4223, 4246, 4272, 4279, 4286, 4293, 4300, 4306, 4313, 4325, 4374, 4381, 4387-4389, 4412, 4422, 4424, 4430, 4436, 4439, 4443, 4445, 4449, 4450, 4457, 4464, 4471, 4478, 4485, 4486, 4489, 4491, 4493, 4494, 4496, 4498, 4499, and 4501-4873 (other than 4735, which suffered a casualty), together with all parts, appurtenances and other equipment or property attached to said units of railroad equipment.

Head Lessor/Lender Consent: Not required.

Schedule 2 to Sublease

Head Lease: Equipment Lease Agreement (Solvay Polymers Equipment Trust 1999) dated as of April 1, 1999 between Wilmington Trust Company, as owner trustee, and Solvay Polymers, Inc.

Equipment: 307 Center Flow covered hopper rail cars of 6,224 cu. ft. capacity initialed ELTX and numbered 6000 to 6307 (other than 6217, which suffered a casualty), together with all parts, appurtenances and other equipment or property attached to said units of rail equipment.

Head Lessor/Lender Consent: Not required.